

EXHIBIT A

divestcap

From: Bruce Hill [bruce@divestcap.com]
Sent: Monday, June 02, 2003 7:55 AM
To: Shlomo Meichor
Subject: RE: Summit

Follow Up Flag: Follow up
Flag Status: Flagged

The latest deal that we did - this is the one where we may want to receive payment outside the US from our foreign distributors.

-----Original Message-----

From: Shlomo Meichor [mailto:shlomo@gaiainv.com]
Sent: Monday, June 02, 2003 8:55 AM
To: bruce@divestcap.com
Subject: RE: Summit

SightLine ??

-----Original Message-----

From: Bruce Hill [mailto:bruce@divestcap.com]
Sent: Monday, June 02, 2003 12:58 PM
To: Shlomo Meichor
Cc: charles@divestcap.com
Subject: RE: Summit

Shlomo,

Thanks for following up on this. Just to be clear, this is a SightLine bank account I think.

Bruce

-----Original Message-----

From: Shlomo Meichor [mailto:shlomo@gaiainv.com]
Sent: Monday, June 02, 2003 7:06 AM
To: bruce@divestcap.com
Subject: RE: Summit

Hi Bruce,
Just spoke with my bank contacts in Europe with respect to your request re Summit bank account in England.
the guy is going to speak with his colleagues there and come back to me with a contact name probably tomorrow.
will let you know,
by Shlomo

EXHIBIT B

divestcap

From: charles@divestcap.com
Sent: Wednesday, June 11, 2003 7:37 AM
To: Shlomo Meichor; Danny Golan
Cc: bruce@divestcap.com; 'Tighe, Craig'
Subject: RE: bvi

Follow Up Flag: Follow up
Flag Status: Flagged

ATTORNEY-CLIENT PRIVILEGED

Terrific, Shlomo, thank you.

Do you think we can use the Oldpoint bank account in the meantime, or would doing so cause problems? We could probably limit the inflows to one or two payments \, netting \$75k - \$140k.

I have been foolish with my whole approach to a UK bank account. As you know, I have been trying to set one up under Oldpoint or our new BV for all of our international revenue. Last night, however, I realized that, with our new structure, I actually can't set up such an account because it would surely foul the separation of the entities. Ugh. Therefore, it looks like your account is the only one we will use for our international revenue. I have not been the smartest on this restructuring.

Charlie

Charles C. Hale
DivestCap Management Corp
Divestiture Growth Capital LLC
660 Madison Avenue, Floor 21
New York, NY 10021
Mobile: 617 818 2222
NY Office: 212 651 9013
eFax: 702 977 3355
charles@divestcap.com

Visit DivestCap at:
www.divestcap.com

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-----Original Message-----

From: Shlomo Meichor [<mailto:shlomo@gaiainv.com>]
Sent: Wednesday, June 11, 2003 6:06 AM
To: charles@divestcap.com; daniel@cavallocapital.com
Cc: bruce@divestcap.com
Subject: RE: bvi

Hi Charlie,

1. The new Company's name is Glenridge Commercial inc. if you want to rename it this will be done only after we will complete the formal opening of the bank account (will be completed probably by the middle of next week.

2. I do not think there are any issues with BVI-Swiss if you are aware of something let me know

Shlomo

-----Original Message-----

From: charles@divestcap.com [<mailto:charles@divestcap.com>]
Sent: Tuesday, June 10, 2003 3:20 PM
To: daniel@cavallocapital.com; Shlomo Meichor

Cc: bruce@divestcap.com

Subject: bvi

Danny & Shlomo,

Thanks very much for helping us with getting the new BVI. Two things:

1. Can we call it SightLine Systems International? Having a name related to the business will help collections for obvious reasons.
2. I assume you have checked that the location of the account (eg Switzerland?) works tax-wise with the BVI rules (eg Swiss-BVI treaty?). Let me know if you'd like me to do so.

Thanks again.

Charlie

Charles C. Hale
DivestCap Management Corp
Divestiture Growth Capital LLC
660 Madison Avenue, Floor 21
New York, NY 10021
Mobile: 617 818 2222
NY Office: 212 651 9013
eFax: 702 977 3355
charles@divestcap.com

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EXHIBIT C

divestcap

From: charles@divestcap.com
Sent: Thursday, June 26, 2003 8:17 PM
To: Shlomo Meichor
Cc: 'Bruce Hill'; 'Tighe, Craig'
Subject: International Distributor Agreement (Pathway)_3.F
Attachments: International Distributor Agreement (Pathway)_3.F.doc

Follow Up Flag: Follow up
Flag Status: Flagged

ATTORNEY CLIENT PRIVILEGED

Shlomo - I will fax the attached standard Glenridge distributor agreement to our Australian distributor on your behalf (with the sig page you signed earlier). Please confirm that okay. Thanks.

Best regards,
Charlie

PS this doc is the same one you signed earlier, but with the tax counsel's approval. As you'll see, tax counsel clarified the language to specify product sales instead of royalties. Counsel also added some protection for us on others' making VAT errors.

EXHIBIT D

Eccher, Laura M.

From: Henderson, Kenneth L.
Sent: Friday, April 30, 2004 11:47 AM
To: Eccher, Laura M.
Subject: FW: FORTEL Structure Documents



GCI-SDC

elopment Agreement



GCI-SSC



Promissory Note

[Exhibit A - H...



Promissory Note

[Exhibit A - H...



Stock Purchase

Agreement - Old...



Stock Purchase

Agreement - Old...

Laura, could you print all of this for me, including the cover email.. thanks. -----

Original Message-----

From: Shlomo Meichor [mailto:shlomo@gaiainv.com]

Sent: Friday, April 30, 2004 12:44 PM

To: Henderson, Kenneth L.

Subject: FW: FORTEL Structure Documents

Hi Ken,

I think you are the signatory for Old Point.

Could you please sign the 2 SPA of Old Point and Bruce and Charlie and fax it to me. thanks
, Shlomo

-----Original Message-----

From: Bruce Hill [mailto:bruce@divestcap.com]

Sent: 16:39 28/04/2004 7

To: Shlomo Meichor

Cc: charles@divestcap.com

Subject: FW: FORTEL Structure Documents

Shlomo,

After our conversation this morning, I realized that I don't seem to have signed copies of these documents. Could you please sign and send to me ASAP? I'm sure this will be one of the things that BSL will ask about in terms of our tax structure. Also, it is very important for other reasons to document the fact that Oldpoint has no ownership interest in these US operating companies.

Thanks,

Bruce

-----Original Message-----

From: Bruce Hill [mailto:bruce@divestcap.com] <mailto:[mailto:bruce@divestcap.com]>

Sent: Monday, August 18, 2003 9:59 AM

To: 'shlomo@gaiainv.com'

Cc: 'danny@cavallocapital.com'; 'avi@cavallocapital.com'; 'charles@divestcap.com'

Subject: FORTEL Structure Documents

Shlomo,

In connection with the Fortel transactions, attached are agreements which document the agreement we reached at the time of the acquisition with respect to the structure. The basic purpose of these agreements is to do the following things:

- * Transfer ownership of SightLine Systems Corporation (SSC) from Oldpoint to Bruce and Charlie as individuals in exchange for two \$10K promissory notes, one from Charlie and one from Bruce
- * Make SightLine the North American distributor for the products of Glenridge Commercial Inc.

* Make a new corporation, SightLine Development Corporation (SDC), also owned by Bruce and Charlie, a contractor for GCI to develop the SightLine products

These agreements follow the structure that is already in place:

- * GCI pays SDC 10% above its costs to develop and maintain the SightLine products
- * SSC receives a distribution discount on all North American sales

* as a result, GCI receives at least 50% of all North American revenue and 100% of all other revenue from the SightLine products

Please contact me if you want clarification on any of these points. We have not yet opened the bank account for SightLine Development Corporation, which is the reason for that blank in one of the documents.

Please let me know if you comments on these documents.

Best regards,

Bruce G. Hill

Divestiture Growth Capital

617 489-6162 (office)

617 818-3850 (mobile)

bruce@divestcap.com <mailto:bruce@divestcap.com>

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EXHIBIT E

divestcap

From: charles@divestcap.com
Sent: Wednesday, June 23, 2004 12:53 PM
To: Shlomo Meichor
Cc: bruce@divestcap.com
Subject: FW: Notes for Shlomo
Attachments: Stock Purchase Agreement - Oldpoint-Hill final .DOC; Promissory Note Exhibit A - Hale .doc; Promissory Note Exhibit A - Hill .doc; Stock Purchase Agreement - Oldpoint-Hale final .DOC

Follow Up Flag: Follow up
Flag Status: Flagged

Shlomo – these are the docs that remain unexecuted since last August, I think, but are critical for the audit!

Will you please sign and fax sig pages back? Thanks.

Charlie

Charles C. Hale
Mobile: 617 818 2222
NY Office: 212 651 9023
charles@divestcap.com

EXHIBIT F

divestcap

From: charles@divestcap.com
Sent: Monday, June 21, 2004 11:42 AM
To: Shlomo Meichor
Cc: bruce@divestcap.com; paul@sd.com
Subject: RE: Model 31.0(Incl Yearly Projections)_Final (S).xls

Follow Up Flag: Follow up
Flag Status: Flagged

Shlomo – we will get you the notes. I'm with Bruce right now and we'll get those out.

Regarding the distribution agreement and SSC sale agreement, I need more than just the sig pages. Can you send the whole docs please? I'll answer start working on your other questions right away.

Charlie

Charles C. Hale
Mobile: 617 818 2222
NY Office: 212 651 9023
charles@divestcap.com

-----Original Message-----

From: Shlomo Meichor [mailto:shlomo@gaiainv.com]
Sent: Monday, June 21, 2004 3:49 AM
To: charles@divestcap.com
Subject: RE: Model 31.0(Incl Yearly Projections)_Final (S).xls

1. sent you the signature pages signed please send back with your signature.
 2. please sign the balances document and fax back also.
 3. Still waiting for the notes signed by you and Bruce...
- Shlomo

-----Original Message-----

From: charles@divestcap.com [mailto:charles@divestcap.com]
Sent: Monday, June 21, 2004 2:13 AM
To: Shlomo Meichor
Cc: 'Bruce Hill'
Subject: RE: Model 31.0(Incl Yearly Projections)_Final (S).xls

Shlomo –

I get a match of the word doc with this model, which is our most recent one (and I thought a match with the one I had sent you, but perhaps I made a mistake?).

Sorry for not following up faster. Truthfully, I was waiting to hear back from you on the GCI-SSC distribution agreement docs. We haven't gotten those and need them for our audit! Can we take care of those expeditiously?

Charlie

Charles C. Hale
Mobile: 617 818 2222
NY Office: 212 651 9023
charles@divestcap.com

-----Original Message-----

From: Shlomo Meichor [mailto:shlomo@gaiainv.com]

Sent: Sunday, June 20, 2004 4:55 AM

To: charles@divestcap.com

Subject: RE: Model 31.0(Incl Yearly Projections)_Final (S).xls

Hi Charlie,

Any news re the clarifications i asked for GCI .

Shlomo

EXHIBIT G

divestcap

From: Hale, Charles [charles@divestcap.com]
Sent: Thursday, December 30, 2004 4:05 PM
To: Shlomo Meichor
Cc: Hill, Bruce; Avi Vigder
Subject: RE: Glen ridge

Follow Up Flag: Follow up
Flag Status: Flagged

Shlomo - two items:

#1: the account number below is different from the one we used to use (1383191). Please let me know if not okay to use the one you wrote below.

#2: At last year's rates, which are the max, the total number owed GCI comes out to \$1,339,089. Therefore, I will be wiring right now \$339,089 instead of the additional \$600-\$800k I had thought we could do. This will bring the total wired over the past 2 days to \$1.339m. It's actually decent, I think, from all perspectives. Tax is okay. Distribution of profits is pretty good too: given the ~\$2m in GCI 2004 cash, GCI will have \$3.39 of the roughly \$4m. This is over 80% but we owe Avi some money, so I bet it works out pretty well. More fine tuning later.

Charlie

Charlie
Charles C. Hale
Mobile: 617 818 2222
NY Office: 212 651 9023
charles@divestcap.com

From: Shlomo Meichor [mailto:shlomo@gaiaainv.com]
Sent: Tuesday, December 21, 2004 10:00 AM
To: Charles@sagecap.com
Subject: Glen ridge

Please wire to :

HSBC Suisse
Account name : Glen ridge
Account no : 1833191
Swift code BLICCHGG
IBN NO.: CH6308689050911303030

please let me know when you send it so that I can follow up Shlomo